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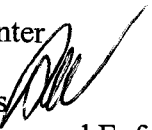
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**COMPLIANCE
MEMORANDUM**

RECEIVED

2001 JUL 31 P 2:43

AZ CORP COMMISSION
DOCUMENT CONTROL

TO: Docket Control Center
FROM: Patrick C. Williams 
Manager, Compliance and Enforcement
Utilities Division
DATE: July 31, 2001

This Memorandum to the Docket will certify that compliance, as described below, has been met for the referenced utility.

UTILITY: Francesca Water Company, Inc.

DOCKET NO. W-02838A-00-0684 **DECISION NO.** 63660
ET. AL.

COMPLIANCE ACTION:


Rates and charges effective for all service provided on and after the first day of the month following the Company filing with the Director of the Utilities Division, documentation that it has established the segregated account discussed in Findings of Fact No. 39.c.

DUE DATE: **DATE COMPLIED:** 07/31/2001

Arizona Corporation Commission

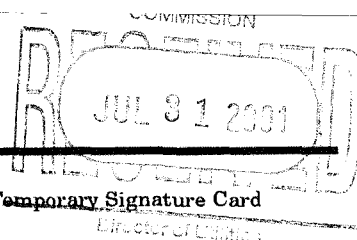
DOCKETED

JUL 31 2001

DOCKETED BY	
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BANK OF AMERICA, N.A. (THE "BANK")

Corporate
Signature Card

Account Number 004676090783
Account Type BUSINESS INVESTMENT ACCOUNT
Account Title FRANCESCA WATER CO INC

☐ Temporary Signature Card

#63660

Name of Corporation FRANCESCA WATER CO INC
Tax Identification Number 860762910

By signing below, the above named Corporation agrees that this account is and shall be governed by the terms and conditions set forth in the following documents, as amended from time to time: (1) the Deposit Agreement and Disclosures, (2) the Business Schedule of Fees, (3) the Miscellaneous Fees for Business Accounts and the Corporation further acknowledges the receipt of these documents.

Substitute Form W-9. Certification-Under penalties of perjury, I certify that: (1) The number shown on this form is the correct taxpayer identification number (or I am waiting for a number to be issued to me), and (2) I am not subject to backup withholding because: (A) I am exempt from backup withholding, or (B) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (C) The IRS has notified me that I am no longer subject to backup withholding.

Certification Instructions

You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return. (See also IRS instructions for Substitute Form W-9 in the Deposit Agreement and Disclosures).

☐ Exempt (check if applicable)

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

Name (typed or printed)**Title****Signature**1. David ThomsonPresidentDavid A. Thomson2. Gradi DeyoungSecretaryGradi Deyoung

3. _____

4. _____

5. _____

I, the undersigned, hereby certify (1) I am the Secretary or Assistant Secretary of the Corporation named above, (2) the above named person(s) are those person(s) currently empowered to act under the Corporate resolutions authorizing this account and the other banking services provided for therein, (3) that the title and specimen signature set forth opposite the name of each person are true and genuine, and (4) the Substitute Form W-9 certification.

This 25 day of May 2001Gradi Deyoung
Secretary/Assistant Secretary**ATM/Deposit/Check Card Request**

Provided that the account referenced above is eligible to receive automated teller machine cards and/or Check Cards, I (as authorized by the resolutions which authorize this account) hereby request the issuance of such cards to any of the authorized signers on this account.

Signature

Title

Bank InformationDate 05/22/2001Banking Center Name EL CONQUISTADORAssociate's Phone Number 520-745-7746Associate's Name JENNIFER L BARNETT

Name of Corporation FRANCESCA WATER CO INC

I, the undersigned, hereby certify to BANK OF AMERICA, N.A., that I am the Secretary/Assistant Secretary and the designated keeper of the records and minutes of FRANCESCA WATER CO INC, duly organized and existing under the laws of the State of Arizona (the "Corporation"); that the following is a true copy of resolutions duly adopted by the Board of Directors of said Corporation at a meeting duly held on the 21 day of May 2001, at which a quorum was present and acted throughout or adopted by the unanimous written consent of the Board of Directors; and that such resolutions are in full force and effect and have not been amended or rescinded.

1. Resolved, that BANK OF AMERICA, N.A. (the "Bank") is hereby designated as a depository of the Corporation and that deposit accounts and/or time deposits (CDs) be opened and maintained in the name of this Corporation with Bank in accordance with the terms of the Bank's Deposit Agreement and Disclosures and the applicable rules and regulations for such accounts; that any one of the following officers or employees of this Corporation **(insert titles, not names)**:

President
Title
Secretary / Treasurer
Title

Title

Title

Title

Title

Title

Title

is hereby authorized, on behalf of this Corporation and in its name, to execute and to sign any application, deposit agreement, signature card and any other documentation required by Bank to open said accounts; to sign checks, drafts, notes, bills of exchange, acceptances, time deposits (CDs) or other orders for payment of money; to endorse checks, drafts, notes, bills, time deposits (CDs) or other instruments owned or held by this Corporation for deposit with Bank or for collection or discount by Bank; to accept drafts, acceptances, and other instruments payable at Bank; to place orders with Bank for the purchase and sale of foreign currencies on behalf of this Corporation; to execute and deliver an electronic fund transfers agreement and to make transfers or withdrawals by electronic transfer on behalf of the Corporation; to obtain an access device (including but not limited to a card, code, or other means of access to the Corporation's accounts) that may be used for the purpose of initiating electronic fund transfers [Corporation agrees and acknowledges that neither the Electronic Funds Transfer Act (15 U.S.C. 1693 et seq.) nor Regulation E (12 C.F.R. Part 205) are applicable to any such access device]; to establish and maintain a night deposit relationship; to execute and deliver a wire transfer agreement and to request, or to appoint or delegate from time to time such persons who may request, wires of funds; to enter into any agreements with the Bank for the provision by Bank of various Treasury Management services to this Corporation as such officer or employee may determine, in his or her sole discretion, and to sign any and all documents and take all actions required by Bank relative to such Treasury Management services or the performance of the Corporation's obligations thereunder, and that any such Treasury Management agreement(s) shall remain in full force and effect until written notice to terminate given in accordance with the terms of any such agreement shall have been received by Bank and that such termination shall not affect any action taken by the Bank prior to such termination; to rent or lease a safe deposit box from Bank, to execute the rental agreement or lease, to enter the safe deposit box and to terminate the rental agreement or lease; to take whatever other actions or enter into whatever other agreements relating to the accounts or investment of funds in such accounts with Bank and to execute, amend, supplement and deliver to Bank such agreements on behalf of the Corporation upon such terms and conditions as such officer or employee may deem appropriate and to appoint and delegate, from time to time, such person(s) who may be authorized to enter into such agreements and take any other actions pursuant to such agreements in connection with said accounts that the officer or employee deems necessary; and to waive presentment, demand, protest, and notice of protest or dishonor of any check, note, bill, draft, or other instrument made, drawn or endorsed by this Corporation; and

2. Further Resolved, that the Bank be and is hereby authorized to honor, receive, certify, pay or exchange for money orders or other instruments all instruments signed in accordance with the foregoing resolutions even though such payment may create an overdraft or even though such instruments may be drawn or endorsed to the order of any officer or employee signing the same or tendered by such officer or employee or a third party for exchange or cashing, or in payment of the individual obligation of such officer or employee, or for deposit to such officer's or employee's personal account and Bank shall not be required or be under any obligation to inquire as to the circumstances of the issuance or use of any instrument signed in accordance with the foregoing resolutions or the application or disposition of such instrument or the proceeds thereof; and, further, that the Bank is authorized to honor any instructions regarding withdrawals, orders for payment or transfer of funds whether oral, by telephone or electronic means if such withdrawal, orders or transfer are initiated by an above authorized officer or employee; and

3. Further Resolved, that the Bank be and is hereby requested, authorized and directed to honor and to treat as authorized, checks, drafts or other orders for the payment of money drawn or purportedly drawn in this Corporation's name, including those payable to the individual order of any person whose name appears thereon as signer thereof, when bearing or purporting to bear the facsimile signature of an officer or employee authorized in the foregoing resolutions and Bank shall be entitled to honor, to treat as authorized, and to charge this Corporation for such checks, drafts, or other orders regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto, if such signature resembles the facsimile specimen duly certified to or filed with the Bank by the Secretary or Assistant Secretary or other officer of this Corporation or if such facsimile signature resembles any facsimile signature previously affixed to any check, draft, or other order drawn in the Corporation's name, which check, draft, or other order was accepted and paid without timely objection by the Corporation, thereby ratifying the use of such facsimile signature; and the Corporation hereby indemnifies and holds the Bank harmless against any and all loss, cost, damage or expense suffered or incurred by the Bank arising out of or in any way related to the misuse or unlawful or unauthorized use by a person of such facsimile signature; and

4. Further Resolved, that endorsements for deposit may be evidenced by the name of the Corporation being written or stamped on the check or other instrument deposited, without designation of the party making the endorsement, and Bank is authorized to supply any endorsement on any instrument tendered for deposit or collection; and

5. Further Resolved, that the Secretary or Assistant Secretary of this Corporation shall certify to Bank names and signatures of persons authorized to act on behalf of this Corporation under the foregoing resolutions and shall from time to time hereafter, as changes in the identity of said officers and employees are made, immediately report, furnish and certify such changes to Bank and shall submit to Bank a new account signature card reflecting such change(s) in order to make such changes effective and Bank shall be fully protected in relying on such certifications and shall be indemnified and saved harmless from any claims, demands, expenses, losses, or damages resulting from, or growing out of, honoring the signature of any officer or employee so certified, or refusing to honor any signature not so certified; and

6. Further Resolved, the foregoing resolutions shall remain in full force and effect and the authority herein given to all of said persons shall remain irrevocable as far as Bank is concerned until three (3) business days after Bank is notified in writing of the revocation of such authority and that receipt of such notice shall not affect any action taken by said Bank prior thereto; and

7. Further Resolved, that all transactions by any officer or employee of this Corporation on its behalf and in its name with Bank prior to the delivery to Bank of a certified copy of the foregoing resolutions are, in all respects, hereby ratified, confirmed, approved and adopted; and

8. Further Resolved, that the Secretary or Assistant Secretary be and hereby is, authorized and directed to certify these resolutions to said Bank and that the provisions hereof are in conformity with the Charter or Articles of Incorporation and Bylaws of this Corporation and that the Secretary or Assistant Secretary be, and hereby is, authorized and directed to certify, from time to time hereafter, the names of the holders of the above authorized titles and their signatures on any signature card or other documentation required by said Bank.

In Witness Whereof, I have hereunto subscribed my name and affixed the seal of this Corporation, this 25 day of May 2001


Secretary/Assistant Secretary

(Corporate Seal)

Bank Information

Date 05/22/2001

Banking Center Name EL CONQUISTADOR

Associate's Name JENNIFER L BARNETT

Associate's Phone Number 520-745-7746